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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

December 13, 2002

RECORDATION NO. 20896-BB FILED

DEC 13 '02 4-02 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of the following secondary document: Bill of Sale and Partial Release, dated November 4, 2002.

The enclosed document relates to the Equipment Lease and Trust Indenture (GARC No. 97-2) and secondary documents related thereto which were previously filed with the Board under Recordation Number 20896.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: State Street Bank and Trust Company
Of Connecticut, N.A.
225 Franklin Street
Boston, Massachusetts 02110

Indenture Trustee: Bank One Trust Company
One First National Plaza
Chicago, Illinois 60670

Mr. Vernon A. Williams
December 13, 2002
Page Two

A description of the railroad equipment covered by the enclosed document is:

One (1) railcar being DELETED from the Lease and Trust Indenture GPLX 075442

A short summary of the document to appear in the index follows:

Bill of Sale and Partial Release

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

RECORDATION NO. 20696-BB FILED

DEC 13 '02 4-02 PM

BILL OF SALE AND PARTIAL RELEASE


SURFACE TRANSPORTATION BOARD

State Street Bank and Trust Company of Connecticut, N.A., not in its individual capacity, but solely as Owner Trustee under GARC Trust 97-2 (the "Lessor") under an Equipment Lease Agreement (GARC Trust 97-2) dated as of September 24, 1997 (the "Lease") between the Lessor and General American Railcar Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GPLX 075442 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

Bank One Trust Company, NA as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC Trust 97-2) dated as of September 24, 1997 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: November 4, 2002

State Street Bank and Trust Company of
Connecticut N.A., not in its individual
capacity, but solely as Owner Trustee

By: 
Title: VICE PRESIDENT

Bank One Trust Company, NA, not in its
individual capacity, but solely as
Indenture Trustee

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

State Street Bank and Trust Company of Connecticut, N.A., not in its individual capacity, but solely as Owner Trustee under GARC Trust 97-2 (the "Lessor") under an Equipment Lease Agreement (GARC Trust 97-2) dated as of September 24, 1997 (the "Lease") between the Lessor and General American Railcar Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GPLX 075442 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

Bank One Trust Company, NA as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC Trust 97-2) dated as of September 24, 1997 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: November 4, 2002

State Street Bank and Trust Company of
Connecticut N.A., not in its individual
capacity, but solely as Owner Trustee

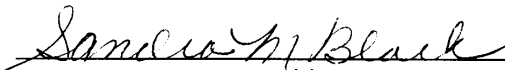
By: _____
Title: _____

Bank One Trust Company, NA, not in its
individual capacity, but solely as
Indenture Trustee

By: *Steven L. Chalk*
Title: *Vice President*

Commonwealth of Massachusetts)
) SS:
County of Suffolk)

On the 12th day of November, 2002, before me personally appeared ALISON D. NADEAU, to me known, who being by me duly sworn, say that he/she is a VICE PRESIDENT of State Street Bank and Trust Company of Connecticut N.A., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[Notarial Seal]

My commission expires: Sandra M. Black
Notary Public
My Commission Expires November 10, 2006

State of Illinois)
) SS:
County of Cook)

On the ___ day of _____, 2002, before me personally appeared _____, to me known, who being by me duly sworn, says that he/she is a _____ of Bank One Trust Company, NA that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

Commonwealth of Massachusetts)
) SS:
County of Suffolk)

On the ___ day of _____, 2002, before me personally appeared _____, to me known, who being by me duly sworn, say that he/she is a _____ of State Street Bank and Trust Company of Connecticut N.A., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Illinois)
) SS:
County of Cook)

On the 22nd day of November, 2002, before me personally appeared Steven Charles, to me known, who being by me duly sworn, says that he/she is a Vice President of Bank One Trust Company, NA that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

Sheila Sheree Reaves

Notary Public

My commission expires: 8/9/2005